

Kreh Susan M
 Form 4
 October 11, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Kreh Susan M

2. Issuer Name and Ticker or Trading Symbol
 JOHNSON CONTROLS INC [JCI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 5757 N. GREEN BAY AVENUE, P.O. BOX 591
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/07/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President

MILWAUKEE, WI 53201

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 10/07/2011 | | A | V Amount (A) or (D) Price | 21,964.338 ⁽¹⁾ <u>(2)</u> | D | |
| Common Stock | | | | | 528.216 ⁽³⁾ | I | By 401(k) Plan - Common |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 28.54 | 10/07/2011 | | A | 31,500 | 10/07/2013 ⁽⁴⁾ | 10/07/2021 | Common Stock | 31,500 |
| Phantom Stock Units - Restricted Stock Grants | ⁽⁵⁾ | | | | | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | 10,000 |
| Employee Stock Option (Right to Buy) | \$ 32.01 | | | | | 03/21/2009 | 03/21/2017 | Common Stock | 45,000 |
| Employee Stock Option (Right to Buy) | \$ 40.21 | | | | | 10/01/2009 | 10/01/2017 | Common Stock | 36,000 |
| Employee Stock Option (Right to Buy) | \$ 28.79 | | | | | 10/01/2010 | 10/01/2018 | Common Stock | 47,000 |
| Employee Stock Option (Right to Buy) | \$ 24.87 | | | | | 10/01/2011 | 10/01/2019 | Common Stock | 47,000 |
| Employee Stock Option (Right to Buy) | \$ 30.54 | | | | | 10/01/2012 ⁽⁴⁾ | 10/01/2020 | Common Stock | 35,000 |

Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kreh Susan M 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201 | | | Vice President | |

Signatures

| | |
|--|------------|
| Angela M. Blair, Attorney-in-Fact for Susan M. Kreh | 10/11/2011 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Includes 4,100 shares of restricted stock granted on October 7, 2011, of which 2,050 vest on October 7, 2013, and 2,050 vest on October 7, 2015, and the following previously granted shares of restricted stock: 3,250 which vest on November 2, 2011, 2,600 which vest on November 1, 2012, 3,250 which vest on November 2, 2013, and 2,600 which vest on November 1, 2014. All vesting is subject to continuous employment with the issuer.

The reporting person's holdings include 163.452 shares acquired under the issuer's dividend reinvestment and common stock purchase plan since the reporting person's last report. These shares were acquired pursuant to the employee stock purchase plan provisions of the dividend reinvestment and common stock purchase plan, which acquisitions are exempt from Section 16. Also includes 106.856 shares acquired via dividend reinvestment on January 4, April 4, July 5 and October 4, 2011 at prices ranging from \$25.9255 to \$42.31 per share.
 - (2) The number of underlying securities is based on the stock fund balance on October 4, 2011. The actual number of shares issuable upon the distribution date is not determinable since the stock fund is a unitized account consisting of 96% company stock and 4% money market fund. The stock account balance reflected in this report is based on an October 4, 2011, stock fund price of \$27.56 per share, and includes a company match of 43.677 phantom stock units on February 17, 2011 at \$42.07 per unit.
 - (3) Fifty percent of the option vests after two years and the remaining fifty percent after three years.
 - (4) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock.

The restricted stock units accrue under the Johnson Controls Restricted Stock Plan. The balance includes phantom stock units representing (a) vested and deferred restricted stock awards and dividends which relate to the awards, both of which will be settled 100% in cash upon retirement and may be transferred into an alternative investment account, and (b) dividends which relate to unvested, non-deferred restricted stock awards, which will be settled 100% in cash upon vesting of the award.
 - (5) Includes 375.758 phantom stock units acquired through the reinvestment of dividends on January 4, April 4, July 5 and October 4, 2011 at prices ranging from \$27.56 to \$42.25 per phantom stock unit.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.